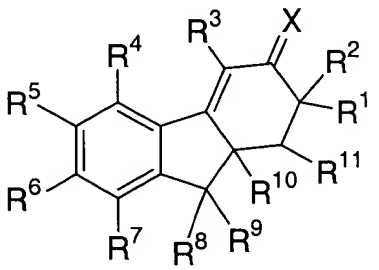
IN THE CLAIMS:

Please amend claim 1 with the clean version provided immediately below to read as follows:

1. (Amended) A compound of the formula:



wherein X is selected from the group consisting of: O, N-OR^a, N-NR^aR^b and C_{1-6} alkylidene, wherein said alkylidene group is unsubstituted or substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, or $N(C_{1-4}alkyl)_2$;

R^1 is selected from the group consisting of hydrogen, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, and $C_{2-6}alkynyl$, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^bR^c ,$C(=O)R^c$, $C(=O)CH_2OH$, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of $C_{1-4}alkyl$, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^2 is selected from the group consisting of hydrogen, hydroxy, iodo, $O(C=O)R^c$, $C(=O)R^c$, CO_2R^c, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, and $C_{2-6}alkynyl$, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^bR^c ,$C(=O)R^c$, $C(=O)CH_2OH$, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of $C_{1-4}alkyl$, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

or R^1 and R^2, when taken together with the carbon atom to which they are attached, form a carbonyl group;
or R^1 and R^2, when taken together, form a C_{1-6} alkylidene group, wherein said alkylidene group is either unsubstituted or substituted with a group selected from the group consisting of hydroxy, $O(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of $C_{1-4}alkyl$, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^3 is selected from the group consisting of fluoro, chloro, bromo, iodo, cyano, NR^aR^c, OR^a, $C(=O)R^a$, CO_2R^c, $CONR^aR^c$, SR^a, $S(=O)R^a$, SO_2R^a, $C_{1-10}alkyl$, $C_{2-10}alkenyl$, $C_{2-10}alkynyl$, $C_{3-7}cycloalkyl$, 4-7 membered heterocycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl, and heteroarylalkyl, wherein said alkyl, alkenyl, alkynyl, cycloalkyl, aryl and heteroaryl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, $O(C=O)R^a$, $O(C=O)NR^aR^c$, $NR^a(C=O)R^c$, $NR^a(C=O)OR^c$, $C(=O)R^a$, CO_2R^a, $CONR^aR^c$, $CSNR^aR^c$, SR^a, $S(O)R^a$, SO_2R^a, $SO_2NR^aR^c$, YR^d, and ZYR^d;

R^4 is selected from the group consisting of hydrogen and fluoro;

R^5 is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, amino, OR^b, OR^a, $O(C=O)R^c$, $O(C=O)OR^c$, and $NH(C=O)R^c$;

R^6 is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, OR^b, OR^a, $O(C=O)R^c$, and $O(C=O)OR^c$;

R^7 is selected from the group consisting of hydrogen, OR^b, NR^bR^c, fluoro, chloro, bromo, iodo, cyano, nitro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, CF_3, and CHF_2;

R^8 and R^9 are each independently selected from the group consisting of hydrogen, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, and $C_{2-6}alkynyl$,
or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a 3-5 membered cycloalkyl ring,

or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R^{10} is selected from the group consisting of hydrogen, C_{1-10}alkyl, C_{2-10}alkenyl, C_{2-10}alkynyl, C_{3-6}cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl, wherein said alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl groups can be optionally substituted with a group selected from chloro, bromo, iodo, OR^b, SR^b, $C(=O)R^b$, or 1-5 fluoro,

or R^{10} and R^1, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl or cycloalkenyl ring which can be optionally substituted with 1 or 2 groups selected from oxo, hydroxy, or C_{1-6}alkyl;

R^{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl;

R^a is selected from the group consisting of hydrogen, C_{1-10}alkyl, and phenyl, wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, phenyl, or 1-5 fluoro, and

wherein said phenyl groups can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^b is selected from the group consisting of hydrogen, C_{1-10}alkyl, benzyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;

R^c is selected from the group consisting of hydrogen, C_{1-10}alkyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$,

$NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H, and $C(O)(C_{1-4}alkyl)$;
or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;

R^d is selected from the group consisting of NR^bR^c, OR^a, CO_2R^a, $O(C=O)R^a$, CN, $NR^c(C=O)R^b$, $CONR^aR^c$, $SO_2NR^aR^c$, and a 4-7 membered N-heterocycloalkyl ring that can be optionally interrupted by O, S, NR^c, or C=O;

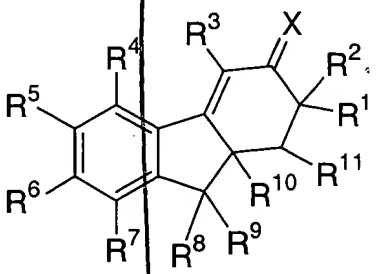
Y is selected from the group consisting of CR^bR^c, C_{2-6} alkylene and C_{2-6} alkenylene, wherein said alkylene and alkenylene linkers can be optionally interrupted by O, S, or NR^c;

Z is selected from the group consisting of O, S, NR^c, C=O, O(C=O), (C=O)O, $NR^c(C=O)$ or $(C=O)NR^c$;

and the pharmaceutically acceptable salts thereof.

Please amend claim 2 with the clean version provided immediately below to read as follows:

2. (Amended) A compound of the formula:



wherein X is selected from the group consisting of O and N-OR^a;

R^1 is selected from the group consisting of hydrogen and C_{1-6}alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or $C(=O)R^c$;

R^2 is selected from the group consisting of hydrogen, hydroxy, iodo, and C_{1-6}alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or $C(=O)R^c$;

R^3 is selected from the group consisting of chloro, bromo, iodo, cyano, C_{1-10}alkyl, C_{2-10}alkenyl, aryl and heteroaryl, wherein said alkyl, alkenyl, aryl and heteroaryl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, $C(=O)R^a$, CO_2R^c, $NR^aC(=O)R^c$, $CONR^aR^c$, $CSNR^aR^c$, SR^a, YR^d, and ZYR^d ;

R^4 is selected from the group consisting of hydrogen and fluoro;

R^5 and R^6 are each independently selected from the group consisting of hydrogen, fluoro, $O(C=O)R^c$ and OR^a;

R^7 is selected from the group consisting of hydrogen, NR^bR^c, chloro, bromo, nitro and C_{1-6}alkyl;

R^8 and R^9 are each independently selected from the group consisting of hydrogen and C_{1-6}alkyl;
or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R^{10} is selected from the group consisting of hydrogen, C_{1-10}alkyl, C_{2-10}alkenyl, C_{3-6}cycloalkyl and cycloalkylalkyl, wherein said alkyl, alkenyl, cycloalkyl and cycloalkylalkyl groups can be optionally substituted with a group selected from OR^b, SR^b, $C(=O)R^b$, or 1-5 fluoro;
or R^{10} and R^{11}, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl ring which can be optionally substituted with C_{1-6}alkyl;

R^{11} is selected from the group consisting of hydrogen and C_{1-4}alkyl;

R^a is selected from the group consisting of hydrogen, C_{1-10}alkyl, and phenyl, wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, phenyl, or 1-5 fluoro;

R^b is selected from the group consisting of hydrogen, C_{1-10}alkyl, benzyl and phenyl;

R^c is selected from the group consisting of hydrogen and C_{1-10}alkyl and phenyl;
or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;